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Merger
Q. Conditio DEC 29 2004

ARTICLES OF MERGER

Between

RUBIN SQUARED, INC.
(a Florida corporation, the Surviving Corporation)

and

RUBIN SQUARED, INC.
(a Maryland corporation)

FILED
04 DEC 29 AM 10:57
SECRET
TALLAHASSEE, FL

THESE ARTICLES OF MERGER are made and entered into this 21st day of December, 2004 between RUBIN SQUARED, INC., a Florida corporation (the "Surviving Corporation") and RUBIN SQUARED, INC., a Maryland corporation ("RSI") in compliance with §607.1101 et. seq. of the Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation. In this Plan of Merger, Surviving Corporation and RSI are sometimes collectively referred to as the "Constituent Corporations".

RECITALS

WHEREAS, the Constituent Corporations desire that RSI be merged with and into the Surviving Corporation, and that Surviving Corporation merge RSI with and into itself (the "Merger"), as authorized by Florida Statutes Chapter 607, all as more particularly set forth herein; and

WHEREAS, the Boards of Directors of the Constituent Corporations deemed that the proposed Merger is advisable and in the best interest of their respective corporations and the sole stockholder and have recommended to their sole stockholder that the proposed transaction be consummated; and

EFFECTIVE DATE
12-31-04

WHEREAS, the Merger shall be consummated pursuant to and in accordance with the terms and conditions set forth in the Plan of Merger and Articles of Merger.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors and Sole Stockholder, in consideration of the premises and the mutual covenants hereinafter contained, have agreed and do hereby agree each with the other that RSI be merged with and into the Surviving Corporation and that the Surviving Corporation merge RSI with and into itself pursuant to the provisions of the laws of the State of Florida and in accordance with the laws of any other applicable jurisdiction of incorporation, and do hereby agree upon and prescribe

the terms and conditions of said Merger as follows:

Section 1. – Constituent Corporations

A. Surviving Corporation, a corporation organized and existing under the laws of the State of Florida, was incorporated on December 21, 2004 and has authorized one class of capital stock, consisting of one hundred (100) shares of common stock, ten dollars (\$10.00) par value, of which ten (10) are presently issued and outstanding.

B. RSI (formerly known as "BIO SCIENCE CONTRACT PRODUCTION CORP.") a corporation organized and existing under the laws of the State of Maryland, was incorporated on September 17, 1990 and has authorized one class of capital stock, consisting of ten thousand (10,000) shares of common stock, without par value of which two thousand five hundred (2,500) are presently issued and outstanding.

Section 2. – Plan of Merger

The Plan of Merger is incorporated herein by reference and is attached hereto as

Exhibit "A".

Section 3. – Approvals by Constituent Corporations

A. The terms and conditions of the Merger set forth in the Plan of Merger and Articles of Merger were advised, authorized and approved by the Surviving Corporation in the manner and by the vote required by its charter and the laws of the State of Florida.

B. The terms and conditions of the Merger set forth in the Plan of Merger and Articles of Merger were advised, authorized and approved by RSI in the manner and by the vote required by its charter and the laws of the State of Maryland.

C. The Plan of Merger and Articles of Merger and the Merger contemplated therein were approved and unanimously adopted by resolutions of the Board of Directors of the Surviving Corporation on December 21, 2004.

D. The Plan of Merger and Articles of Merger and the Merger contemplated therein were approved and unanimously adopted by resolutions of the Board of Directors of RSI on December 21, 2004.

E. After approval by the Board of Directors of the Surviving Corporation, a copy of the Plan of Merger and Articles of Merger was furnished to the sole stockholder of the Surviving Corporation, and the Merger contemplated therein was unanimously approved by consent of the sole stockholder on December 21, 2004. The sole stockholder of the Surviving Corporation entitled to vote on the proposed Merger approved the Merger, in the form and upon the terms and conditions set forth in the Plan of Merger and Articles of Merger.

F. After approval by the Board of Directors of RSI, a copy of the Plan of Merger and Articles of Merger was furnished to the sole stockholder of RSI, and the Merger contemplated therein was unanimously approved by consent of the sole stockholder on December 21, 2004. The sole stockholder of RSI entitled to vote on the proposed Merger approved the Merger, in the form and upon the terms and conditions set forth in the Plan of Merger and Articles of Merger.

Section 4. – Effective Date

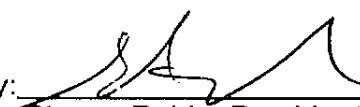
The effective date of the Merger shall be December 31, 2004.

IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles of Merger to be executed and acknowledged in accordance with the laws of the State of Florida and their respective seals affixed hereto.

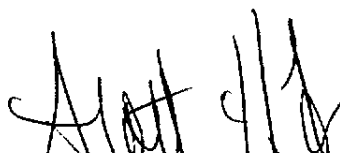
ATTEST:


_____(SEAL)
Scott H. Levy, Secretary

RUBIN SQUARED, INC., a Florida corporation

By: 
_____(SEAL)
Steven Rubin, President

ATTEST:


_____(SEAL)
Scott H. Levy, Secretary

RUBIN SQUARED, INC., a Maryland corporation


By: 
_____(SEAL)
Steven Rubin, President

EXHIBIT A

PLAN OF MERGER

Between

RUBIN SQUARED, INC.
(a Florida corporation, the Surviving Corporation)

and

RUBIN SQUARED, INC.
(a Maryland corporation)

THIS PLAN OF MERGER made and entered into this 21st day of December, 2004, between RUBIN SQUARED, INC., a Florida corporation (hereinafter the "Surviving Corporation"), and RUBIN SQUARED, INC., a Maryland corporation (hereinafter "RSI"), is submitted in compliance with §607.1101 et. seq. of the Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation. In this Plan of Merger, Surviving Corporation and RSI are sometimes collectively referred to as the "Constituent Corporations".

Section 1. – Surviving Corporation

The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida was incorporated December 21, 2004. The principal office of the Surviving Corporation is 2100 S. Ocean Boulevard, #101S, Palm Beach, Palm Beach County, Florida 33480.

Section 2. – Merging Corporation

The Merging Corporation is RSI (formerly known as "BIO SCIENCE CONTRACT PRODUCTION CORP."), a corporation organized and existing under the laws of the State of Maryland was incorporated September 17, 1990.

Section 3. – Terms and Conditions

The terms and conditions of the merger are as follows:

A. Until altered, amended or repealed, the Articles of Incorporation of the Surviving Corporation in effect on the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation.

B. Until altered, amended or repealed, the Bylaws of the Surviving Corporation in effect on the effective date of the merger shall be the Bylaws of the Surviving Corporation.

C. The officers and directors of the Surviving Corporation on the effective date of the merger shall be and shall remain the officers and directors of the Surviving Corporation, holding their respective offices until their successors shall have been elected and qualify, unless they earlier die, resign or are removed.

Section 4. – Conversion of Stock

The manner and basis of converting the shares of each Constituent Corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

A. Upon the effective date of the merger, each share of the issued and outstanding common stock of RSI held by its sole stockholder shall be surrendered and canceled.


B. The sole stockholder of RSI shall receive, in exchange for each share of RSI common stock so surrendered and canceled, zero (0) shares of the common stock of the Surviving Corporation.


C. The sole stockholder of RSI is also the sole stockholder of the Surviving Corporation. The issued shares of the common stock of the Surviving Corporation shall remain issued and shall not be affected by the merger.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Plan of Merger to be executed and acknowledged in accordance with the laws of the State of Florida and their respective seals affixed hereto.

ATTEST:

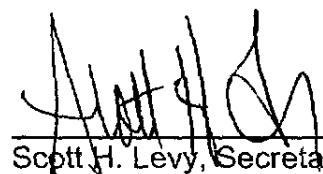
RUBIN SQUARED, INC., a Florida corporation

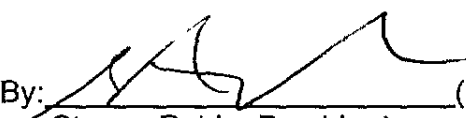
 (SEAL)
Scott H. Levy, Secretary

By:  (SEAL)
Steven Rubin, President

ATTEST:

RUBIN SQUARED, INC., a Maryland corporation

 (SEAL)
Scott H. Levy, Secretary

By:  (SEAL)
Steven Rubin, President